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SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel. 847.318.7575  
Fax. 847.318.7588

**VIA UPS 2<sup>nd</sup> DAY AIR**

March 1, 2007

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated January 3, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 23349.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Florida Rock Industries, Inc.  
155 East 21<sup>st</sup> Street  
Jacksonville, FL 32201

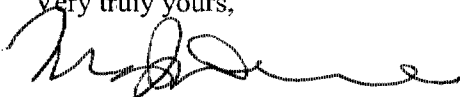
A description of the railroad equipment covered by the enclosed document is fifty (50) 52'6", 2494 cu. ft. capacity gondola cars; with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Very truly yours,



Marcia Dunne  
Rail Documentation Specialist

Enclosures

(FLRK018)

ASSGN. NO.: FLRK018

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 3<sup>rd</sup> day of January, 2007, by and between First Union Rail Corporation (Lessor), a North Carolina corporation, and FLORIDA ROCK INDUSTRIES, INC. (Lessee), a Florida corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of February 1, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 14 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 17, 2007, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name:

RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: Susan Grokulsky

Title:

Name:

SUSAN GROKULSKY

Title:

MGR. OF DOCUMENTATION

Executed on this

17<sup>th</sup> day of January, 2007.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

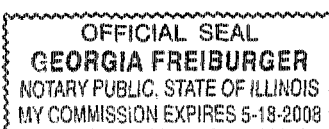
COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 17<sup>th</sup> day of January, 2007.

[Signature]  
Notary Public

My Commission Expires:

5-2008  
(Notary Public)

LESSEE:

FLORIDA ROCK INDUSTRIES, INC.

ATTEST:

By: Carlos Lafino

Name: Carlos Lafino

Title: Transportation Coord.

By: Vicki Kuczmarowski

Name: Vicki Kuczmarowski

Title: Dir. of Media Design

Executed on this 3 day of January 2007

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

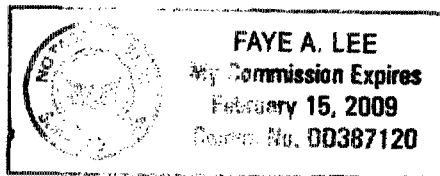
I, Faye A. Lee, a Notary Public of the County and State aforesaid, certify that Carlos Lafino personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of January, 2007

Faye A. Lee  
Notary Public

Commission Expires:

2-15-09  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Fifty (50)

DESCRIPTION OF CARS:    52' 6", 2494 cu. ft. capacity gondola cars, with 5' sides, 268 GRL

CAR NUMBERS:

NDYX 315051	NDYX 315505
NDYX 315054	NDYX 315508
NDYX 315056	NDYX 315511
NDYX 315073	NDYX 315512
NDYX 315085	NDYX 315515
NDYX 315088	NDYX 315516
NDYX 315094	NDYX 315518
NDYX 315096	NDYX 315531
NDYX 315098	NDYX 315544
NDYX 315239	NDYX 315551
NDYX 315243	NDYX 315559
NDYX 315246	NDYX 315562
NDYX 315249	NDYX 315564
NDYX 315460	NDYX 315569
NDYX 315461	NDYX 315572
NDYX 315465	NDYX 315574
NDYX 315467	NDYX 315575
NDYX 315468	NDYX 315577
NDYX 315474	NDYX 315578
NDYX 315481	NDYX 315587
NDYX 315482	NDYX 315589
NDYX 315487	NDYX 315593
NDYX 315496	NDYX 315594
NDYX 315497	NDYX 315596
NDYX 315504	NDYX 315600